

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-481-2823

FAX: 513-381-0205

WASHINGTON, D.C. OFFICE
SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004
202-628-2838
FAX: 202-347-3419

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838
FAX: 614-221-2007

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838
FAX: 513-381-8813

1-325A125

November 7, 1991

17600

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

REGISTRATION NO. _____ FILED 1425

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INTERSTATE COMMERCE COMMISSION

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated August 26, 1991.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: Florida West Coast Railroad Company
104 Northwest Lancaster Street
Trenton, Florida 32693

The equipment covered by the enclosed document is seven (7) woodchip cars currently bearing the reporting marks set forth in Appendix A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

NOV 21 4 01 PM '91
RECEIVED
FBI UNIT

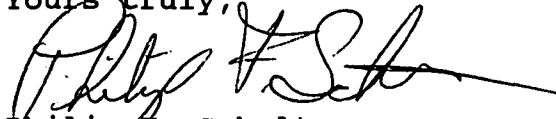
Mr. Sydney L. Strickland
November 7, 1991
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A short summary of the document to appear in the index follows:

Bill of Sale from Florida West Coast Railroad Company,
104 Northwest Lancaster Street, Trenton, Florida 32693
to The David J. Joseph Company, 300 Pike Street,
Cincinnati, Ohio 45202 dated August 26, 1991 and
covering seven (7) woodchip cars.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Philip F. Schultz", with a long horizontal flourish extending to the right.

Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc
Enclosure

iccfla.djj

BILL OF SALE

APPENDIX A

Seven (7) woodchip cars bearing the reporting marks as follows:

CSP
~~FWC 8400 FWC 8400~~
~~FWC 8401 FWC 8401~~
~~FWC 8402 FWC 8402~~
~~FWC 8403 FWC 8403~~
~~FWC 8404 FWC 8404~~
~~FWC 8405 FWC 8405~~
~~FWC 8406 FWC 8406~~

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.
Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, FLORIDA WEST COAST RAILROAD COMPANY ("Company") does hereby sell, assign, and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in APPENDIX A hereto (the "Equipment").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated August 21, 1991 by and between Buyer and Company and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows.

1. That the Company is the lawful owner of the Equipment and has good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever;
2. That the Company has full power and authority to sell and convey the Equipment; and
3. That the Company has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 26th day of August, 1991.

WITNESS:

FLORIDA WEST COAST RAILROAD COMPANY

BY: [Signature]

TITLE: President

BILL OF SALE

APPENDIX A

Seven (7) woodchip cars bearing the reporting marks as follows:

CSP

FWC 8400	FWCR	84000
FWC 8401	FWCR	84001
FWC 8402	FWCR	84002
FWC 8403	FWCR	84003
FWC 8404	FWCR	84004
FWC 8405	FWCR	84005
FWC 8406	FWCR	84006

STATE OF Florida)
COUNTY OF Gilchrist) SS:

On this 28 day of August, 1991, before me the subscriber, Kimberly Smoore, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Clyde S. Forbes to me personally known, who stated and acknowledged that he is the President of Florida West Coast Railroad Company
(title) (company)
a Florida corporation, and duly authorized by
(state)
authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28 day of August, 1991.

Kimberly Smoore
(Notary Signature)

My commission expires:

3/30/95